

02-06-2002



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FD-101 (0-1595)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

SHEET
LY

To the Honorable Commissioner of Patents and Trademarks: **Please record the attached** original documents or copy thereof.

1. Name of conveying party(ies):
Logilent Learning Systems, Inc.
1.22.02
Is this document of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Silicon Valley Bank
Internal Address: HA155

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
Execution Date: 12/11/01

Street Address: 3003 Tasman Drive
City: Santa Clara State: CA ZIP: 95054
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
~~76/213,317~~ 75/887,538
~~75/445,870~~ 75/887,537
75/445,871
7,353,097
75/887,439
75/887,438

B. Trademark No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Silicon Valley Bank
Address: Loan Documentation HA155
Street Address: 3003 Tasman Dr.
City: Santa Clara State: Ca ZIP: 95054

6. Total number of applications and trademark involved: 8
7. Total fee (37 CFR 3.41): \$215.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

02/06/2002 6TOM11 00000009 76213317

01 FC:481 40.00 DP
02 FC:482 175.00 DP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Maribel Arteaga
Name of Person Signing

Maribel Arteaga
Signature

12/26/2001
Date

Total number of pages comprising cover sheet: 6

0-10001-0011 (exp 4/94)

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement dated December 11, 2001 is between SILICON VALLEY BANK, a California-chartered bank ("Bank"), and LOGILENT LEARNING SYSTEMS, INC, a California corporation.

RECITALS

A. Bank will make advances to Grantor ("Loans") as described in the Loan and Security Agreement by and between Bank and Grantor date April 13, 2001 (the "Loan Agreement"), but only if Grantor grants Bank a security interest in its Copyrights, Trademarks, Patents and Mask Works. Each capitalized term used herein has the meaning accorded to it in the Loan Agreement.



B. Grantor has granted Bank a security interest in all of its right, title and interest, presently existing or later acquired, to all the Collateral.

AGREEMENT

Grantor grants Bank a security interest in all of its right, title and interest in and to Grantor's Intellectual Property Collateral (such as the Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D), and all proceeds (such as license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements rights throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part.


This security interest is granted in conjunction with the security interest granted under the Loan Agreement. Bank's rights and remedies with respect to the Collateral are in addition to those in the Loan Agreement and the other Loan Documents, and those available in law or equity. Bank's rights powers and interests are cumulative with every right, power or remedy provided here. Bank's exercise its rights, powers or remedies in this Agreement, the Loan Agreement or any other Loan Document, does not preclude the simultaneous or later exercise of any or all other right, power or remedy.

SILICON VALLEY BANK,
a California-chartered bank


(Signature)


(Title)

LOGILENT LEARNING SYSTEMS, INC.,


(Signature)
CFO

(Title)

EXHIBIT A

Copyrights

Description

Registration/
Application
Number

Registration/
Application
Date

None

EXHIBIT B

Patents

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Method and System for Networking	09/964,826	9/25/01
Secure and Remote Automatic Control System	60/281,997	4/06/01
Electronic Learning	09/872,040	6/01/01

EXHIBIT C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
Logilent Learning Systems, Inc./LOGILENT/US, Class 41	76/213317	6/29/01
Computer Telephony Institute	75/445,870	3/06/98
Computer Telephony Institute and Design	75/445,871 2,353,097	5/30/00
Cyberstateu.com	75/887,439	1/05/00
Cyberstateu.com and Design	75/887,438	1/05/00
Synergy Learning System	75/887,538	1/05/00
Synergy Learning System and Design	75/887,537	1/05/00

EXHIBIT D

Mask Works

Description

Registration/
Application
Number

Registration/
Application
Date